

EXHIBIT A to Preliminary Approval Order

IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE

In re MBNA Corp. ERISA Litigation

) Master Docket No. 05-429 (GMS)
)
)

NOTICE OF CLASS ACTION SETTLEMENT

Your legal rights might be affected if you are a member of the following class:

All *Participants* and beneficiaries of the MBNA Corporation 401(k) Plus Savings Plan, as amended and restated effective January 1, 2000, and any amendments thereto and all successor plans and any trust created under the forgoing plans (the "*Plan*") for whose individual accounts the Plan purchased and/or held investments in MBNA common stock, from January 7, 2005 to April 22, 2005 (the "*Class Period*"). Excluded from the *Class* are *Defendants* and members of MBNA's Board of Directors throughout the *Class Period*.

A FEDERAL COURT AUTHORIZED THIS CLASS NOTICE. THIS IS NOT A SOLICITATION FROM A LAWYER. YOU HAVE NOT BEEN SUED.

- The *Court* has preliminarily approved a proposed settlement (the "*Settlement*") of a class action lawsuit brought under the Employee Retirement Income Security Act (often referred to as ERISA) against MBNA Corporation (the "*Company*" or "*MBNA*") and certain of its officers and directors. The *Settlement* will provide for payments to the *Plan* and for allocation of those payments to the accounts of members of the *Class* who had portions of their *Plan* accounts invested in MBNA stock. Those members of the *Class* who are entitled to a distribution under the *Plan of Allocation* but who no longer have *Plan* accounts will either receive their allocation into a new account established for them or will receive a distribution of their share of the *Net Proceeds*. The *Settlement* is summarized below.
- The *Court* has scheduled a hearing on the final approval of the *Settlement* and for approval of the *Named Plaintiffs'* motion for attorneys' fees and expenses and compensation to the *Named Plaintiffs* for _____, 2008, at ____m., before Chief United States District Judge Gregory M. Sleet. The hearing will be held at the United States District Court for the District of Delaware, J. Caleb Boggs Federal Building, 844 N. King Street, Wilmington, Delaware 19801, in Courtroom ____ or in the courtroom then occupied by Judge Sleet.
- Any objections to the *Settlement*, or to the motion for attorneys' fees and expenses and/or any award to the *Named Plaintiffs*, must be served in writing on *Lead Counsel* for the *Class* and

Defendants' Counsel, as identified on page ____ of this *Class Notice*. The procedure for objecting is described below.

- This *Class Notice* contains summary information with respect to the *Settlement*. The terms and conditions of the *Settlement* are set forth in the *Settlement Agreement* dated _____, 2008. Capitalized and italicized terms used in this *Class Notice* but not defined in this *Class Notice* have the meanings assigned to them in the *Settlement Agreement*. Copies of the *Settlement Agreement* are available at [www.whafh.com], or from *Lead Counsel* identified below. Additional information with respect to this lawsuit and the *Settlement* are also available by contacting *Lead Counsel*.

PLEASE READ THIS CLASS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE CLASS TO WHOM THIS CLASS NOTICE IS ADDRESSED, THE SETTLEMENT WILL AFFECT YOUR RIGHTS. YOU ARE NOT BEING SUED IN THIS MATTER. YOU DO NOT HAVE TO APPEAR IN COURT, AND YOU DO NOT HAVE TO HIRE AN ATTORNEY IN THIS CASE. IF YOU ARE IN FAVOR OF THE SETTLEMENT, YOU NEED NOT DO ANYTHING. IF YOU DISAPPROVE, YOU MAY OBJECT TO THE SETTLEMENT PURSUANT TO THE PROCEDURES DESCRIBED BELOW.

YOUR LEGAL RIGHTS AND OPTIONS UNDER THE SETTLEMENT:	
YOU CAN DO NOTHING.	If the <i>Settlement</i> is approved by the <i>Court</i> and you are a member of the <i>Class</i> , you will receive whatever distribution or other benefits are provided to you under the <i>Settlement</i> without having to file a claim or take any other action.
NO ACTION IS NECESSARY TO RECEIVE DISTRIBUTION	If you are a current <i>Plan</i> participant and are entitled to share in the <i>Settlement Fund</i> , any share of the <i>Settlement Fund</i> to which you are entitled will be deposited into your <i>Plan</i> account. If you are no longer a <i>Plan</i> participant and are entitled to share in the <i>Settlement Fund</i> , a <i>Plan</i> account will be established for you and you will be notified of such account or you will receive a distribution with your share of the <i>Settlement Fund</i> .
OBJECT (BY ____, 2008)	If you wish to object to any part of the <i>Settlement</i> , you may (as discussed below) write to the <i>Court</i> and counsel about why you object to the <i>Settlement</i> .
GO TO A HEARING (TO BE HELD ON ____, 2008)	If you submit a written objection to the <i>Settlement</i> to the <i>Court</i> and counsel before the <u>Court approved</u> deadline, you may (but do not have to) attend the <i>Court</i> hearing about the <i>Settlement</i> and present your objections to the <i>Court</i> . You may attend the hearing even if you do not file a written objection, but you may not be permitted to address the <i>Court</i> at the hearing if you do not timely notify the Court and counsel of your intention to appear at the Hearing by ____ [<u>ten court days before final hearing</u>] as described herein.

- These rights and options – **and the deadlines to exercise them** – are explained in this *Class Notice*.
- The *Court* in charge of this case still has to decide whether to approve the *Settlement*. Payments under the *Settlement* will be made only if the *Court* approves the *Settlement* and that approval is upheld in the event of any appeals.
- Further information regarding the litigation, the *Settlement*, and this *Class Notice* can be obtained by contacting *Lead Counsel*:

Matthew M. Guiney, Esq.
 Wolf Haldenstein Adler Freeman & Herz LLP
 270 Madison Avenue
 New York, New York 10017
 Phone: (212) 545-4600
 Fax: (212) 545-4653
www.whafh.com

- [Insert description agreed to by the parties explaining how to refer a member of the *Class* to Rust Consulting regarding questions about how a distribution pursuant to the *Settlement* might affect the member's *Plan* account or for information concerning the *Net Proceeds* that the individual will receive from the *Plan* in accordance with the *Settlement* and *Plan* procedures.]

WHAT THIS CLASS NOTICE CONTAINS

SUMMARY OF SETTLEMENT	6
BASIC INFORMATION	6
1. Why did I get this <i>Class Notice</i> package?	6
2. What is the <i>Action</i> about?	7
3. Why is this case a class action?	8
4. Why is there a <i>Settlement</i> ?	8
5. How do I know whether I am part of the <i>Settlement</i> ?	8
THE SETTLEMENT BENEFITS - WHAT YOU GET	9
6. What does the <i>Settlement</i> provide?	9
7. How much will my distribution be?	9
8. How can I get a distribution?	10
9. When would I get my distribution?	11
10. Can I get out of the <i>Settlement</i> ?	11
THE LAWYERS REPRESENTING YOU	12
11. Do I have a lawyer in the case?	12
12. How will the lawyers be paid?	12
13. How do I tell the <i>Court</i> if I do not like the <i>Settlement</i> ?	12
THE COURT'S FAIRNESS HEARING	13
14. When and where will the <i>Court</i> decide whether to approve the <i>Settlement</i> ?	13
15. Do I have to come to the hearing?	13
16. May I speak at the hearing?	13
IF YOU DO NOTHING	13
17. What happens if I do nothing at all?	13

GETTING MORE INFORMATION	14
18. Are there more details about the <i>Settlement</i> ?	14
19. How do I get more information?	14

SUMMARY OF SETTLEMENT

This litigation (the “*Action*”) is a consolidated case in which *Plaintiffs* allege that the *Defendants* breached fiduciary duties owed to the participants in and beneficiaries of the *Plans* under the Employee Retirement Income Security Act of 1974 (“*ERISA*”). Copies of the *Action*’s operative *Complaint* and other documents filed in the *Action* are available at [\[www.whafh.com\]](http://www.whafh.com) or may be requested from *Lead Counsel* by calling [insert toll free number]. A *Settlement Fund* has been created as a consequence of the *Settlement* of this *Action*.

[Insert description agreed to by the parties explaining how to refer a member of the *Class* to Rust Consulting regarding questions about how a distribution pursuant to the *Settlement* might affect the member’s *Plan* account or for information concerning the *Net Proceeds* that the individual will receive from the *Plan* in accordance with the *Settlement* and *Plan* procedures.]

What is the Cash Settlement Fund?

A *Settlement Fund* of \$4.5 million is being established in the *Action*. The net amount in the *Settlement Fund*, including interest, and after payment of any taxes, expenses, attorneys’ fees and *Court* approved costs and compensation to the *Named Plaintiffs*, will be paid to the *Plan* and allocated to *Class* members according to a *Plan of Allocation* to be approved by the *Court*.

STATEMENT OF ATTORNEYS’ FEES AND COSTS SOUGHT IN THE ACTION

The attorneys’ fees of *Class Counsel*, the cost of certain aspects of the administration of the *Settlement*, and any awards to the *Named Plaintiffs* will be taken from the *Settlement Fund*. *Lead Counsel* will apply to the *Court* for an order awarding attorneys’ fees in an amount not in excess of 33% of the amount recovered in *Settlement*, plus reimbursement of expenses not to exceed \$200,000. The actual amount of attorneys’ fees, costs, expenses and any awards to the *Named Plaintiffs* will be determined by the *Court*.

What Will the Named Plaintiffs Get?

The *Named Plaintiffs* in the *Action* (defined below) will share in the allocation of the money paid to the *Plan* on the same basis and to the same extent as all other members of the *Class*, except that, in addition, the *Named Plaintiffs* may apply to the *Court* for compensation of up to \$10,000 each, plus reimbursement of the reasonable costs and expenses directly relating to his or her representation of the *Class*. Any compensation awarded to any *Named Plaintiff* by the *Court* will be payable from the proceeds of the *Settlement*.

BASIC INFORMATION

1. Why did I get this Class Notice package?

You or someone in your family are or may have been a participant in or beneficiary of the *Plan* during the *Class Period*.

The *Court* caused this *Class Notice* to be sent to you because, if you fall within that group, you have a right to know about the *Settlement* and about all of the options available to you regarding the *Settlement* before the *Court* decides whether to approve the *Settlement*. If the *Court* approves the *Settlement*, and after any objections and appeals are resolved, the net amount of the *Settlement Fund* will be paid to the *Plan* and then allocated among *Class* members according to a *Court*-approved *Plan of Allocation*. This *Class Notice* package describes the litigation, the *Settlement*, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The *Court* in charge of this case is the United States District Court for the District of Delaware. The people who brought this suit are called the “*Named Plaintiffs*,” and the people they sued are called the “*Defendants*.” The *Named Plaintiffs* in the *Action* are Ralph Kunes and Sally Cannon. The *Defendants* in the *Action* are MBNA, Bruce L. Hammonds, Kenneth A. Vecchione, Charles C. Krulak, John W. Schefflen, Lance L. Weaver, Kenneth F. Boehl, Thomas D. Wren, Terri C. Murphy, John R. Cochran III, M. Scot Kaufman, Michelle D. Shepherd, and the Pension and 401(k) Plan Committee of MBNA Corporation.

The legal action that is the subject of this *Class Notice* and the *Settlement* is known as *In re MBNA Corp. ERISA Litigation*, Civil Action No. 05-429 (GMS) (the “*Action*”).

2. What is the Action about?

The *Action* claims that the *Defendants* were fiduciaries of the *Plan* and violated fiduciary duties under ERISA that they owed to participants in the *Plan*. In their *Complaint*, the *Named Plaintiffs* asserted causes of *Action* for the losses they allege were suffered by the *Plan* as the result of the alleged breaches of fiduciary duty by the *Defendants*.

Participants in the *Plan* were able to allocate their account balances among various investment funds, including a fund primarily invested in MBNA stock. The *Complaint* alleges that as of the beginning of the *Class Period*, the *Company* and some of its individual officers and employees had the discretion to freeze investments in *Company* stock and to sell the *Plan*’s holdings of *Company* stock, and that they failed to do so in violation of their fiduciary duties. The *Complaint* also alleges that certain other *Defendants* had the duty to monitor the performance of the responsible officers and employees and failed to do so in violation of their fiduciary duties. The *Complaint* further alleges that the *Defendants* knew or should have known that the MBNA Stock Fund was not a prudent retirement investment during the *Class Period* and that the *Defendants* acted imprudently by not preventing further investment in MBNA stock and not liquidating the *Plan*’s MBNA stock holdings. The *Complaint* further alleges that *Defendants* violated their alleged fiduciary duties by failing to provide *Plan* participants with complete and accurate public information about the *Company*.

The *Defendants* have denied and continue to deny the claims and contentions alleged by the *Named Plaintiffs*, that they are liable at all to the *Class*, and that the *Class* or the *Plan* have suffered any damages for which the *Defendants* could be held legally responsible.

Counsel for the *Named Plaintiffs* undertook extensive work, including obtaining and reviewing hundreds of thousands of pages of documents, including *Plan* governing documents and materials, communications with *Plan* participants, internal *Company* documents regarding the *Plan*, SEC filings, press releases, public statements, news articles and other publications and other documents. *Counsel* for the *Named Plaintiffs* have also

taken the depositions of many of the *Defendants* and non-parties and have thoroughly reviewed the testimony of *Defendants* and others given in other related proceedings. The *Named Plaintiffs'* counsel opposed a motion by *Defendants* to dismiss the *Named Plaintiffs'* claims. The *Court* denied *Defendants'* motion to dismiss. In addition, each of the *Named Plaintiffs* had his or her deposition taken by the *Defendants* and responded to the *Defendants'* requests for certain information.

The *Settlement* is the product of extensive negotiations between the *Named Plaintiffs'* counsel and the *Defendants'* counsel. All of the *Parties* have taken into account the uncertainty and risks inherent in any litigation, particularly in a complex case such as this, and have concluded that it is desirable that the *Action* be fully and finally settled as to them on the terms and conditions set forth in the *Settlement Agreement*.

3. Why Is This Case a Class Action?

The *Court* has conditionally certified the *Class* in the *Action* for purposes of effectuating the *Settlement*. In a class action, one or more plaintiffs sue on behalf of people who have similar claims. All of the individuals on whose behalf the *Named Plaintiffs* are suing are *Class members*. One *Court* resolves the issues for all *Class members*. U.S. District Judge Gregory M. Sleet is presiding over this case.

4. Why is there a Settlement?

The *Court* has not reached any final decisions in connection with *Named Plaintiffs'* claims against the *Defendants*. Instead, the *Named Plaintiffs* and the *Defendants* have agreed to the *Settlement*. In reaching the *Settlement*, they have avoided the cost and time of a trial.

The *Named Plaintiffs* and their counsel believe that the *Settlement* is best for all *Class members*. Additional information concerning the *Settlement* and these factors is available in the motion for preliminary approval of the *Settlement Agreement*, copies of which may be obtained at [www.whafh.com] or by calling *Lead Counsel* at [insert toll free number], or may be obtained directly from the Clerk of the United States District Court for the District of Delaware. [Insert description agreed to by the parties explaining how to refer a member of the *Class* to Rust Consulting regarding questions about how a distribution pursuant to the *Settlement* might affect the member's *Plan* account or for information concerning the *Net Proceeds* that the individual will receive from the *Plan* in accordance with the *Settlement* and *Plan* procedures.]

5. How do I know whether I am part of the Settlement?

The proceeds of the *Settlement* will be distributed among members of the *Class*, according to a Court-approved *Plan of Allocation*. You are a member of the *Class* if you fall within the following definition:

All Participants and beneficiaries of the MBNA Corporation 401(k) Plus Savings Plan, as amended and restated effective January 1, 2000, and any amendments thereto and all successor plans (the "*Plan*") for whose individual accounts the Plan purchased and/or held investments in MBNA common stock, from January 7, 2005 to April 22, 2005 (the "*Class Period*"). Excluded from the *Class* are *Defendants* and members of MBNA's Board of Directors throughout the *Class Period*.

THE SETTLEMENT BENEFITS - WHAT YOU GET

6. What does the Settlement provide?

A *Settlement Fund* of \$4.5 million is being established in this *Action*.

The amount remaining in the *Settlement Fund* after payment of Court-approved attorneys' fees and expenses, Court-approved compensation to the *Named Plaintiffs*, Court-approved payment of certain aspects of the administration of the *Settlement* and establishment of reserves for any taxes owed by the *Settlement Fund* (the "*Net Proceeds*"), will be allocated to the *Plan* and then, later, to members of the *Class* according to a *Plan of Allocation* to be approved by the *Court*. Allocations to participants will be made into the existing *Plan* accounts of members of the *Class* who are entitled to a distribution under the *Plan of Allocation*. Those members of the *Class* who are entitled to a distribution under the *Plan of Allocation* but who no longer have *Plan* accounts will either receive their allocation from the *Plan* into a new account established for them or will receive a distribution of their share of the *Net Proceeds*.

All *Class* members and anyone claiming through them are deemed to fully release the "*Releasees*" from "*Released Claims*." The *Releasees* include the *Defendants* and their officers, directors, employees, attorneys, and agents. The *Released Claims* include all claims which were or could have been asserted in the *Action*. This means that *Class members* will not have the right to sue the *Releasees* for anything related to the investment of *Plan* assets or to other alleged misconduct during the *Class Period* arising out of or relating to the allegations in the Complaint.

The above description of the operation of the *Settlement* is only a summary. The governing provisions are set forth in the *Settlement Agreement* (including its exhibits), copies of which may be obtained at www.whafh.com or by calling the following *Lead Counsel* at [insert toll free number].

7. How much will my distribution be?

You are not required to submit any claim or other form to receive an allocation from this *Settlement* and you are not responsible for determining the amount you may be entitled to receive under the *Settlement*. The calculation of the amount, if any, that will be allocated to your account will be done as part of the implementation of the *Settlement*, and will be based upon records maintained by the *Plan* and/or the administrator(s) of the *Plan*. If you are entitled to a share of the *Net Proceeds*, you will receive notification. If you have questions regarding the *Settlement*, you can contact *Lead Counsel* listed on page _ above. [Insert description agreed to by the parties explaining how to refer a member of the *Class* to Rust Consulting regarding questions about how a distribution pursuant to the *Settlement* might affect the member's *Plan* account or for information concerning the *Net Proceeds* that the individual will receive from the *Plan* in accordance with the *Settlement* and *Plan* procedures.]

Your share of the *Net Proceeds* will depend on your alleged loss, as calculated pursuant to a Court-approved *Plan of Allocation*, related to investment by the *Plan* in the *Company* Stock Fund during the *Class Period* (the "*Aggregate Net Loss*"), and the amount of that loss

relative to the *Net Loss* of all other Class members. Because the *Net Proceeds* is an amount that is less than the total *Net Losses* of the *Class*, each *Class member's* proportionate recovery will be less than his or her *Net Loss*.

In general, each *Class member's* proportionate share of the *Net Proceeds* will be calculated as follows:

- Using the *Plan's* records and other records as necessary, the *Plan* trustee shall identify each member of the *Class*.
- A "*Net Loss*" will be calculated for each member of the *Class*, equal to

the sum of:

1. the dollar amount of the participant's *Plan* account balance invested in the *Company Stock Fund* at the beginning of the *Class Period*; and
2. the dollar amount of investments in the *Company Stock Fund* (through employee contributions, employer contributions in cash or stock or cash dividends) added to the participant's *Plan* account during the *Class Period*;

minus the sum of:

3. the dollar amount of a participant's *Plan* account balance invested in the *Company Stock Fund* at the end of the *Class Period*; and
 4. the dollar amount of all distributions and transfers of the *Company Stock Fund* from a participant's *Plan* account during the *Class Period*.
- Following all of the above calculations the *Net Losses* of all *Class members* will be totaled, which total shall equal the *Aggregate Net Loss* for the *Class*. A *Net Loss* percentage will be calculated for each *Class member*, which will equal the ratio of each *Class member's Net Loss* to the *Aggregated Net Loss*. Each *Class member* will receive a share of the *Net Proceeds* equal to the amount of the *Net Proceeds* multiplied by his or her *Net Loss* percentage.
 - If, based on the above calculations, the proportionate recovery of a *Class member* is *de minimis*, it may be distributed pro rata to other *Class members*.

8. How can I receive my distribution?

You do not need to file a claim. The *Net Proceeds* will be allocated to the *Plan* and then, later, to members of the *Class* according to a *Plan of Allocation* to be approved by the *Court*. Allocations to participants will be made into the existing *Plan* accounts of members of the *Class* who are entitled to a distribution under the *Plan of Allocation*. Those members of the *Class* who are entitled to a distribution under the *Plan of Allocation* but who no longer have *Plan* accounts will either receive their allocation from the *Plan* into a new account established for them or will receive a distribution from the *Plan* of their share of the *Net Proceeds*. If you are a former participant and have not provided the *Plan* with your current

address, please call the following toll-free phone number: [insert toll free number]. [Insert description agreed to by the parties explaining how to refer a member of the *Class* to Rust Consulting regarding questions about how a distribution pursuant to the *Settlement* might affect the member's *Plan* account or for information concerning the *Net Proceeds* that the individual will receive from the *Plan* in accordance with the *Settlement* and *Plan* procedures.]

9. When would I receive my distribution?

Distribution of the *Net Proceeds* to members of the *Class* is conditioned on several matters, including the *Court's* approval of the *Settlement* and such approval becoming final and no longer subject to any appeals to any court. Any appeal of the final approval may take several years. If the *Settlement* is approved by the *Court*, and there are no appeals from such approval, it is reasonably anticipated that the *Net Proceeds* will be distributed during 2008 or early 2009. Any accrued interest on the *Settlement Fund* will be included in the amount paid to the *Plan* and allocated to the *Plan* accounts of *Class members*. If you have general questions regarding the *Settlement*, you can contact *Lead Counsel* listed on page _ above. [Insert description agreed to by the parties explaining how to refer a member of the *Class* to Rust Consulting regarding questions about how a distribution pursuant to the *Settlement* might affect the member's *Plan* account or for information concerning the *Net Proceeds* that the individual will receive from the *Plan* in accordance with the *Settlement* and *Plan* procedures.]

There Will Be No Payments Under the Settlement If The Settlement Agreement Is Terminated.

The *Settlement Agreement* may be terminated on several grounds, including if (1) the *Court* does not approve or materially modifies the *Settlement* or (2) either as modified by the *Court* or as a result of reversal or modification on appeal, the *Court's Final Order* in the case does not satisfy certain terms of the *Settlement*. Should the *Settlement Agreement* be terminated, the *Settlement* will be terminated, the certification of the *Class* for *Settlement* purposes will be vacated, and the *Action* will proceed as if the *Settlement Agreement* had not been entered into. If you have questions regarding the *Settlement*, you can contact *Lead Counsel* listed on page _ above.

10. Can I get out of the Settlement?

You do not have the right to exclude yourself from the *Settlement*. The *Action* was conditionally certified under Federal Rule of Civil Procedure 23(b)(1) and/or (2) as a non "opt-out" class action because the *Court* preliminarily determined the requirements of those rules were satisfied. Thus, it is not possible for any participants or beneficiaries to exclude themselves from the benefits of the *Settlement*. As a *Class* member, you will be bound by any judgments or orders that are entered in the *Action* for all claims that were or could have been asserted in the *Action* or are otherwise included in the release under the *Settlement*.

Although you cannot opt out of the *Settlement*, you can object to the *Settlement* and ask the *Court* not to approve it. See Answer to Question No. 14, below.

THE LAWYERS REPRESENTING YOU

11. Do I have a lawyer in the case?

The *Court* has appointed the law firm Wolf Haldenstein Adler Freeman & Herz LLP as *Lead Counsel* in the *Action*. If you want to be represented by your own lawyer, you may hire one at your own expense.

12. How will the lawyers be paid?

Class Counsel will file a motion for the award of attorneys' fees and expenses. This motion will be considered at the *Fairness Hearing*. The Defendants have agreed not to oppose the amount of attorneys' fees, costs, expenses or any awards to the *Named Plaintiffs* to the extent such fees, costs, expenses and awards are consistent with the terms of the *Settlement Agreement*. *Class Counsel* has agreed to limit application for an award of attorneys' fees to not more than 33% of the *Settlement Amount* and to limit reimbursement of expenses incurred in connection with the prosecution of the *Action* to no more than \$200,000.

In addition, the *Named Plaintiffs* in the *Action* will share in the allocation of the money paid to the *Plan* on the same basis and to the same extent as all other members of the *Class*, except that, in addition, the *Named Plaintiffs* may apply to the *Court* for compensation of up to \$10,000 each, plus reimbursement of the reasonable costs and expenses directly relating to his or her representation of the *Class*. Any compensation awarded to any *Named Plaintiff* by the *Court* will be payable from the proceeds of the *Settlement*.

13. How do I tell the Court if I don't like the Settlement?

If you are a *Class member*, you can tell the *Court* that you do not agree with the *Settlement* or some part of it, including the attorneys' fees and expenses the attorneys intend to seek or request for compensation to the *Named Plaintiffs*. To object, you must send a letter or other written filing saying that you object to the *Settlement* in *In re MBNA Corp. ERISA Litigation*, Civil Action No. 05-429 (GMS). Be sure to include your name, address, telephone number, signature, and a full explanation of all reasons you object to the *Settlement*. Your written objection must be filed with the Court by _____, 2008. The *Court's* address is United States District Court for the District of Delaware, J. Caleb Boggs Federal Building, 844 N. King Street, Wilmington, Delaware 19801. Your written objection must also be mailed to the counsel listed below, **to be received by no later than 10 court days prior to the date of the Fairness Hearing**:

PLAINTIFFS' LEAD COUNSEL	DEFENDANTS' COUNSEL
Wolf Haldenstein Adler Freeman & Herz LLP Attn: Matthew M. Guiney, Esq. 270 Madison Avenue	Sullivan & Cromwell LLP Attn: Stacey R. Friedman, Esq. 125 Broad Street

New York, NY 10016
Telephone (212) 545-4600

New York, NY 10004
Telephone (212) 558-4000

THE COURT'S FAIRNESS HEARING

The *Court* will hold a hearing to decide whether to approve the *Settlement* as fair, reasonable and adequate (the "*Fairness Hearing*"). You may attend the *Fairness Hearing*, and you may ask to speak, but you do not have to attend.

14. When and where will the Court decide whether to approve the Settlement?

The *Court* will hold a *Fairness Hearing* at ____ .m. on _____, 2008, at the United States District Court for the District of Delaware, J. Caleb Boggs Federal Building, 844 N. King Street, Wilmington, Delaware 19801, in Courtroom ____ or in the Courtroom then occupied by United States District Judge Gregory M. Sleet. At that hearing, the *Court* will consider whether the *Settlement* is fair, reasonable, and adequate. If there are objections, the *Court* will consider them. After the *Fairness Hearing*, the *Court* will decide whether to approve the *Settlement*. The *Court* will also rule on the motions for *Class Counsel's* attorneys' fees, costs, expenses and any awards to the *Named Plaintiffs*.

15. Do I have to come to the hearing?

No. *Lead Counsel* will answer questions the *Court* might have. But you are welcome to come at your own expense. If you send an objection, you do not have to come to *Court* to talk about it. As long as you mailed your written objection on time, it will be before the *Court* when the *Court* considers whether to approve the *Settlement* as fair, reasonable and adequate. You also may pay your own lawyer to attend the *Fairness Hearing*, but such attendance is not necessary.

16. May I speak at the hearing?

If you are a *Class member*, you may ask the *Court* for permission to speak at the *Fairness Hearing*. To do so, you must send a letter or other paper called a "Notice of Intention to Appear at Fairness Hearing in *In re MBNA Corp. ERISA Litigation*, Civil Action No. 05-429 (GMS)." Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention to Appear must be served on the attorneys and filed with the Clerk of the Court, at the address listed in the Answer to Question No. 14, **and must be received by no later than 10 court days prior to the date of the Fairness Hearing.**

IF YOU DO NOTHING

17. What happens if I do nothing at all?

If you do nothing and you are a *Settlement Class member*, you will participate in the *Settlement* of the *Action* as described above in this *Class Notice* if the *Settlement* is approved.

GETTING MORE INFORMATION

18. Are there more details about the Settlement?

This *Class Notice* summarizes the proposed *Settlement*. The complete *Settlement* is set forth in the *Settlement Agreement*. You may obtain a copy of the *Settlement Agreement* by making a written request to the *Lead Counsel* listed at page ____ above or by calling *Lead Counsel* at [insert toll free number]. The *Settlement Agreement* also was filed with the Clerk of the Court and may be obtained from the Clerk's office directly.

19. How do I get more information?

If you have general questions regarding the *Settlement*, you can contact *Lead Counsel* listed on page _ above. [Insert description agreed to by the parties explaining how to refer a member of the *Class* to Rust Consulting regarding questions about how a distribution pursuant to the *Settlement* might affect the member's *Plan* account or for information concerning the *Net Proceeds* that the individual will receive from the *Plan* in accordance with the *Settlement* and *Plan* procedures.]